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FOUNDED 1866

June 23, 2009

RECORDATION NO. 26829 <sup>E</sup> ~~FILED~~

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SURFACE TRANSPORTATION BOARD

Mr. Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

Dear Ms. Quinlan:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301(a) of Title 49 of the U.S. Code.

The document is a Full Release of Security Interest dated as of June 22, 2009, a secondary document, as defined in the Board's Rules for the Recordation of Documents at 49 C.F.R. § 1177.1(b). This Full Release of Security Interest relates to that certain Memorandum of U.S. Security Agreement previously filed with the Board on February 27, 2007, under Recordation Number 26829.

The name and address of the party to the enclosed document is as follows:

COLLATERAL  
AGENT:

Citicorp North America, Inc.  
2 Penns Way  
New Castle, Delaware 19720

A description of the Equipment covered by the document is as follows:

All locomotives, railcars, and other rolling stock whether now owned or hereafter acquired by RR Acquisition Holding LLC, RailAmerica, Inc., RailTex, Inc., RailAmerica Transportation Corp., and the "Domestic Subsidiary Guarantors", as defined in that certain Memorandum of U.S. Security Agreement filed under Recordation Number 26829 on February 27, 2007.

The prescribed recordation fee of \$41.00 is enclosed. Please return any extra copies not needed by the Board for recordation to the person hand-delivering the documents.



Ms. Anne K. Quinlan  
June 23, 2009  
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A short summary of the enclosed documents to appear in the index follows:

Full Release of Security Interest.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Terence M. Hynes", written over a horizontal line.

Terence M. Hynes

Enclosure

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**FULL RELEASE OF SECURITY INTEREST****SURFACE TRANSPORTATION BOARD**

The undersigned, CITICORP NORTH AMERICA, INC., as "Collateral Agent" for the benefit of the "Secured Parties" as defined in that certain "U.S. Security Agreement" dated as of February 14, 2007, as amended from time to time (the "2007 U.S. Security Agreement"), hereby fully releases, terminates and forever discharges all security interest in and to any and all of the locomotives, railcars, and other rolling stock owned (and after-acquired) of RR ACQUISITION HOLDING LLC, RAILAMERICA, INC., RAILTEX, INC., and RAILAMERICA TRANSPORTATION CORP. (collectively, the "Borrowers"), and those certain "Domestic Subsidiary Guarantors" (as defined in the 2007 U.S. Security Agreement) previously granted to Collateral Agent pursuant to the 2007 U.S. Security Agreement.

The security interest hereby released, terminated and discharged was originally recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on February 27, 2007, under Recordation Number 26829. Collateral Agent hereby consents to the recordation of this Full Release of Security Interest with the Surface Transportation Board to evidence the termination of the 2007 U.S. Security Agreement and the release, termination and discharge of all security interests granted thereunder.

IN WITNESS WHEREOF, CITICORP NORTH AMERICA, INC. has caused this instrument to be executed by its duly authorized officer this 22 day of June, 2009.

**CITICORP NORTH AMERICA, INC.**By: Name: **Blake Gronich**  
**Vice President**

Title: \_\_\_\_\_

STATE OF New York )  
 )  
COUNTY OF New York )

SS:

On this 22 day of June, 2009, before me personally appeared Blake Granich,  
to me personally known, who being duly sworn, stated that (s)he is the Vice President  
of CITICORP NORTH AMERICA, INC. and that the instrument was signed on behalf of the  
said corporation or said limited liability company by authority of its board of directors, and he  
acknowledged that the execution of said instrument to be its voluntary act and deed. Before me:

*Denise C. Perry*  
Notary Public  
My Commission Expires: \_\_\_\_\_

**DENISE C. PERRY**  
Notary Public, State of New York  
No. 01PE6045304  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires 07/31/2012